

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

Case No. HG 09-06914

SUREFIL, LLC,

Debtor.

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In re:

Case No. HG 09-06916

SUREFIL PROPERTIES, LLC,

Debtor.

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**ORDER RE: DEBTORS' AUGUST 18, 2010 MOTION - SALE**

**NOTICE OF HEARING RE: FINAL SALE ORDER**

At a session of said Court of Bankruptcy, held in and for  
said district on SEP 1 2010.

PRESENT: HONORABLE JEFFREY R. HUGHES  
United States Bankruptcy Judge

On August 18, 2010, Debtor, as debtor-in-possession, filed a document entitled "Debtors' Revised Motion to Approve Sale and for Other Related Relief."

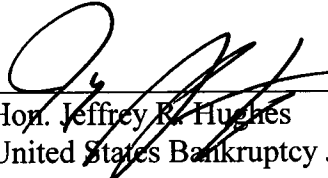
A hearing was then held on August 30, 2010. The United States Trustee ("UST"), PROSYS, LLC, and Process Results, Inc. (together "PROSYS/Process") filed written objections and appeared in opposition. Oleander Brands, LLC ("Oleander") also appeared and voiced its limited objection.

At the outset of the hearing, Debtor identified two interested bidders. However, after recessing to consider further the two bids as well as the respective positions of Debtor, Huntington National Bank and the three objecting parties, Debtor reported that it intended to proceed with a sale to Abaco, LLC for approximately \$4 million. That sale also contemplated a "carve out" for unpaid Chapter 11 expenses of \$500,000.

For the reasons stated on the record, the court authorizes Debtor to negotiate a final agreement with Abaco that is consistent with the above terms and that includes as its only contingency final authority being given by this court to close the sale. In conjunction with this authority, the court determines:

1. That no further notice is required under FED. R. BANKR. P. 2002;
2. The UST, PROSYS/Process and Oleander all reserve their respective right to object to the final agreement; and
3. The court will not entertain any other offers or proposed agreements regarding the sale of Debtor's assets without Debtor filing a new motion and providing notice as required by FED. R. BANKR. P. 2002. In other words, either the court will authorize the referenced sale to Abaco, LLC as set forth in a finalized agreement or no sale will be authorized in conjunction with the pending motion.

For the reasons also stated on the record, Debtor shall file with the court a final agreement with Abaco, LLC that has no contingencies other than securing final authority from this court by no later than **5:00 p.m. on Thursday, September 9, 2010**. The UST, PROSYS/Process and Oleander will then have until **5:00 p.m. on Monday, September 13, 2010** to renew any existing objection or make any new objection to the final agreement. A hearing will then be held on **September 15, 2010 at 9:00 a.m., at the United States Bankruptcy Court, One Division N., Third Fl., Courtroom C, Grand Rapids, Michigan**, to consider any timely objection filed and to otherwise decide whether an order giving Debtor the authority under Section 363 to proceed with the sale of its assets to Abaco, LLC pursuant to the terms to be set forth in the final agreement should enter.

  
Hon. Jeffrey R. Hughes  
United States Bankruptcy Judge

A copy of this order has been returned to **Harold E. Nelson, Esq.**, for service by mail or other permitted method upon those other parties not served by the CM/ECF electronic notification procedure.